



(Translation)

**Notice of the 2025 Annual General Meeting of Shareholders**

**EASY BUY Public Company Limited**

1<sup>st</sup> April 2025

Subject: Invitation to the 2025 Annual General Meeting of Shareholders

To: Shareholders of EASY BUY Public Company Limited

Enclosures: Attachment 1 Minutes of the 2024 Annual General Meeting of Shareholders  
Attachment 2 Summary of Financial Result 2024  
Attachment 3 Annual Report of the Board of Directors  
Attachment 4 Report of the Audit Committee  
Attachment 5 Copy of Financial Statements for the year ended 31<sup>st</sup> December 2024 and report of the independent auditor  
Attachment 6 Preliminary information of directors retiring by rotation and being proposed for re-appointment  
Attachment 7 Proxy form  
Attachment 8 Information of the independent directors who may be appointed as proxy in the 2025 Annual General Meeting of Shareholders.  
Attachment 9 Procedure for registration, proxy, and voting  
Attachment 10 Map of the Meeting Venue: RASA TWO

The Notice is hereby given by the Board of Directors (“the Board”) of EASY BUY Public Company Limited (“the Company”) that the 2025 Annual General Meeting of Shareholders (“the Meeting”) will be held on (Thursday) 24<sup>th</sup> April 2025 at 10.00 a.m. at the Boardroom, 11<sup>th</sup> floor, Rasa Two, No. 1818, Phetchaburi Road, Makkasan, Ratchathewi, Bangkok, Thailand, with agenda as follows:

**Agenda 1 Acknowledgement of the report on the Company’s operating results for the year 2024, the Annual Report of the Board of Directors, and the Report of the Audit Committee**

**Facts and Rationales:** The shareholders should acknowledge the Company’s operating result for the year 2024 with details in the summary of Financial Result 2024, the Annual Report of the Board of Directors, and the Report of the Audit Committee.

*(as per attachment 2, 3 and 4)*



(Translation)

**Board of Directors' opinion:** The Board deems appropriate to report the Company's operating result for the year 2024, the Annual Report of the Board of Directors, and the Report of the Audit Committee to the Meeting for acknowledgement.

**Voting required:** This agenda does not require voting as it is to inform the Meeting for acknowledgement.

## **Agenda 2**

### **Consideration and approval of the audited Financial Statements of the Company for the year ended 31<sup>st</sup> December 2024**

**Facts and Rationales:** According to section 112 of the Public Limited Company Act B.E. 2535, the Company has to prepare the Statement of Financial Position and the Statement of Comprehensive Income at the end of each fiscal year, which have been audited by an external auditor, and submitted to the Meeting for approval. (*as per attachment 5*)

**Board of Directors' opinion:** The Board deems appropriate to propose the audited Financial Statements of the Company for the year ended 31<sup>st</sup> December 2024 which have been audited by the auditor, reviewed by the Audit Committee, and endorsed by the Board of Directors to the Meeting for consideration and approval.

**Voting required:** The resolution for this agenda requires the majority votes of the shareholders who attend the Meeting and cast their votes.

## **Agenda 3**

### **Consideration and approval of the distribution of dividend and appropriation of profits derived from the operating results for the year ended 31<sup>st</sup> December 2024**

**Fact and Rationales:** According to section 116 of the Public Limited Company Act B.E. 2535 and article 51 of the Articles of Association, the Company shall appropriate five (5) percent or more of the annual net profit less retained loss (if any) as a legal reserve, until the legal reserve reaches a minimum of ten (10) percent of the total registered capital.

For the accounting period ended 31<sup>st</sup> December 2024, the legal reserve of the Company has amounted to ten (10) percent of the registered capital, which was in line with the relevant law.

The Company's net profit was 3,660.08 million baht derived from its operating results without any accumulated deficit. In addition, there is sufficient cash flow to be paid as dividend payment.

As of 31<sup>st</sup> December 2024, the Company had the unappropriated retained earnings of 33,744.04 million baht, which could be distributed partly as dividends to its existing shareholders. In compliance with the Public Limited Company Act B.E. 2535, the dividend payment is subject to the shareholders' approval.



(Translation)

**Board of Directors' opinion:** The Board deems appropriate to propose the distribution of dividend from the operating results of the year 2024 to the Meeting for consideration and approval. Details of which are as follows:

Total dividend to be paid	:	Cash dividend of 1,098 million baht (Dividend pay-out ratio 30.00%)
Cash dividend	:	1.83 baht per share
Withholding tax	:	The payment of cash dividends shall be subject to 10% withholding tax based on applicable law.
Closing date of Share register book	:	18 <sup>th</sup> April 2025 at 12:00 o'clock
Dividend Payment date	:	23 <sup>rd</sup> May 2025

**Voting required:** The resolution for this agenda requires the majority votes of the shareholders who attend the Meeting and cast their votes.

#### **Agenda 4**

#### **Consideration and approval of the re-appointment of directors retiring by rotation**

**Fact and Rationales:** According to section 71 of the Public Limited Company Act B.E. 2535 and article 18 of the Articles of Association, at every annual general meeting of shareholders, one-thirds (1/3) of the directors, or if the number of directors is not a multiple of three (3), then the number of directors nearest to one-thirds (1/3) must retire from office. Such retiring director is the one with the longest tenure in office, provided, however, that the retiring director may be re-elected.

For the 2025 Annual General Meeting of Shareholders, there are three (3) directors subject to retirement by rotation as follows:

- |                         |  |
|-------------------------|--|
| 1) Mr. Motohide Shimizu | Director and Chief Financial Officer                 |
| 2) Mr. Masaru Kuroda    | Director   |
| 3) Mr. Witit Sujjapong  | Independent Director and Chairman of Audit Committee |

These three (3) directors possess qualification, knowledge, competency, ethics and experiences which will be beneficial to the Company's business operation.  
*(as per attachment 6)*

**Board of Directors' opinion:** The Board (except directors with specific interests) deems appropriate to propose the re-appointment of the directors retiring by rotation to the Meeting for consideration and approval.

**Voting required:** The resolution for this agenda requires the majority votes of the shareholders who attend the Meeting and cast their votes for each director whether approves, disapproves or abstains the vote.



(Translation)

## **Agenda 5**      **Consideration and approval of the director's remuneration for the year 2025**

**Fact and Rationales:** According to article 34 of the Articles of Association, the directors are entitled to get remuneration from the Company in the form of award, meeting fee, reward, bonus or any other benefits in accordance with the Articles of Association or as approved by the meeting of shareholders.

The Company would like to propose the director's remuneration to the Meeting to be same rate as 2024 as follows:

Unit: (baht)		
For fiscal year 2025 (May 2025 – April 2026)	Director's Remuneration (monthly base)	Bonus (yearly base)
Chairman	45,000	0
Director	35,000	0
Independent Director & Chairman of the Audit Committee	45,000 + (45,000/ meeting <sup>*1)</sup> )	0
Independent Director & Member of the Audit Committee	45,000 + (35,000/ meeting <sup>*1)</sup> )	0

<sup>\*1)</sup> This remuneration will be paid per attendance of Audit Committee Meeting.

The remuneration budget in 2025 is set at not exceeding 2,640,000 baht for Directors, and 2,655,000 baht for Independent Directors respectively.

**Board of Directors' opinion:** The Board deems appropriate to propose the director's remuneration for the year 2025 to the Meeting for consideration and approval.

**Voting required:** The resolution for this agenda requires the votes of not less than two-thirds (2/3) of the total number of shareholders who attend the Meeting.

## **Agenda 6**      **Consideration and approval of the appointment of auditors and to determine their remuneration for the year 2025**

**Fact and Rationales:** According to section 120 of the Public Limited Company Act B.E. 2535, the appointment of auditors of the Company and the determination of their remuneration shall be approved at every annual general meeting of shareholders.

**Board of Directors' opinion:** The Board deems appropriate to propose the appointment of Deloitte Touche Tohmatsu Jaiyos Audit Company Limited, who has been providing service to the Company for 11 years, by following auditors as the auditor(s) of the Company for the year 2025:

- 1) Mr. Kasiti Ketsuriyong,      CPA Registration No.8833; and/or
- 2) Mr. Chavala Tienpasertkij,      CPA Registration No.4301; and/or
- 3) Ms. Wilasinee Krishnamra,      CPA Registration No.7098; and/or
- 4) Ms. Kornthong Luangvilai,      CPA Registration No.7210.



(Translation)

and the remuneration of the auditors for the year 2025 will be fixed at 2,210,000 baht

**Voting required:** The resolution for this agenda requires the majority votes of the shareholders who attend the Meeting and cast their votes.

**Agenda 7**

**Consideration and approval of the Company's plan to issue and offer bonds during 1<sup>st</sup> May 2025 to 30<sup>th</sup> April 2026**

**Fact and Rationales:** According to section 145 of the Public Limited Company Act B.E. 2535, the issuance and offering of bonds shall be approved by the shareholders meeting.

**Board of Directors' opinion:** The Board deems appropriate to propose the Company's bond issuance plan during the 1<sup>st</sup> May 2025 to 30<sup>th</sup> April 2026 with the indicative terms and conditions as the followings to the Meeting for consideration and approval:

Type	:	Secured / unsecured bonds / or zero coupon bonds
Amount	:	Up to THB 2 billion or equivalent (in Baht and/or Foreign currency)
Issuing period	:	The Bonds can be issued in one or more tranches or series during a period commencing from 1 <sup>st</sup> May 2025 to 30 <sup>th</sup> April 2026
Tenor	:	Up to 10 years from the issue date
Placement basis	:	Public offering or private placement (to institutional investors and/or high net-worth investors and/or retail investors whether any of these investors are in Thailand and/or Foreign Countries)
Coupon type	:	Fixed, discounted, and/or floating rate

**Voting required:** The resolution for this agenda requires the votes of not less than three quarters (3/4) of the total number of shareholders who attend the Meeting.

**Agenda 8**

**Consideration of any other business (if any).**

**Fact and Rationales:** This agenda is designated for shareholders to raise any question or express comment to the Board and/or request the Board to provide explanation.



(Translation)

You are therefore invited to attend the Meeting at the date, time and place mentioned above. Any shareholder who wishes to appoint a proxy to attend and vote on your behalf, please complete the attached proxy form as per attachment 7 and submit to the Company before attending the Meeting.

Any shareholder who is unable to attend the Meeting can authorize one of the Company's independent directors, namely, Mr. Witit Sujjapong or Mr. Paitoon Taveebhol to attend and vote on his or her behalf. Details of Independent Directors are as attachment 8. The shareholders' proxy is requested to be received by the Company before the Meeting time.

In the meantime, the Company will close the share register book in order to identify the shareholders entitled to exercise the shareholder's rights, starting from 18<sup>th</sup> April 2025 at 12.00 o'clock until the Meeting is finished.

THIS NOTICE IS ISSUED at the office of the Company in Bangkok, Thailand, on 1<sup>st</sup> April 2025

Yours sincerely,

- Mr. Sompong Anekvisudwong -

(Mr. Sompong Anekvisudwong)

Company Secretary

EASY BUY Public Company Limited